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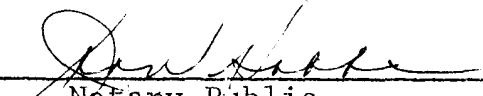
STATE OF ILLINOIS)
)
COUNTY OF COOK) SS.

60 MAY 4 30

C E R T I F I C A T E

The undersigned, Jean Hobbs, a Notary Public in and for said County, states that she compared the attached copy of the Bill of Sale dated the 22nd day of May, 1972, from United States Trust Company of New York to Union Tank Car Company with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 25th day of May, 1972.



Notary Public
My Commission Expires January 31, 1974

BILL OF SALE

UNITED STATES TRUST
COMPANY OF NEW YORK

as Trustee under Equipment Trust Agreement

Dated as of July 1, 1970 (Series 6)

To

Union Tank Car Company

KNOW ALL MEN BY THESE PRESENTS, that United States Trust Company of New York (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of July 1, 1970 (the "Agreement"), by and between the Bank, as Trustee, and Union Tank Car Company (the "Company"), in consideration of the conveyance to the Bank, as Trustee, of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and of the compliance by the Company with the terms of the Agreement, and particularly Section 5.06 thereof, with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, has sold, assigned, transferred, set over and delivered, and by these presents does hereby sell, assign, transfer, set over and deliver unto the Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by the Company to the Bank, as Trustee aforesaid, pursuant to the Agreement, which units of Equipment are each identified with the initials UTLX, and more fully described in Schedule B hereto annexed and by reference incorporated herein, hereby warranting

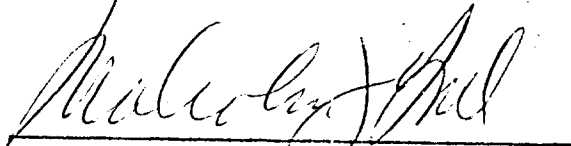
that such Equipment is free and clear from all liens and encumbrances of the Bank.

TO HAVE AND TO HOLD the said Equipment unto the Company and its successors and assigns forever.

IN WITNESS WHEREOF, the Bank, as Trustee aforesaid, has caused this instrument to be duly executed by a proper corporate officer thereunto duly authorized, and its corporate seal to be hereunto affixed and attested, this ✓✓ day of May, 1972.

UNITED STATES TRUST
COMPANY OF NEW YORK

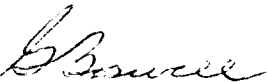
By



ASST. VICE PRESIDENT

(CORPORATE SEAL)

ATTEST:

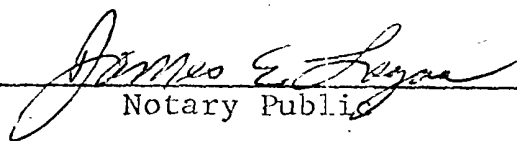


Its

ASST. SECRETARY

STATE OF NEW YORK)
)
COUNTY OF New York) SS

On this 22nd day of May, 1972, before me, a Notary Public
in and for said County, personally appeared MALCOLM J. HOOD
and G. BOSWELL, to me personally known, who being
by me duly sworn did say that they are respectively _____
ASST. VICE PRESIDENT and ASST. SECRETARY of United States
Trust Company of New York, that the seal affixed to the foregoing
instrument is the corporate seal of said Bank, that said instru-
ment was signed and sealed on behalf of said Bank by authority
of its Board of Directors, and said MALCOLM J. HOOD
and G. BOSWELL, acknowledged that the execution
of the foregoing instrument was the free act and deed of said
Bank.


Notary Public

My Commission Expires:

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JAMES E. LOGAN
Notary Public, State of New York
No. 24-2393228
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1973

SCHEDULE B

SERIES 6

DESCRIPTION OF TRUST EQUIPMENT

| <u>Quantity</u> | <u>A.A.R. Mechanical Designation Code</u> | <u>Capacity in Gallons*</u> | <u>Road Numbers</u> |
|-----------------|---|---------------------------------|-------------------------|
| 3 | TP | 33,800 | 38332 38661 38757 |
| 1 | LO | 3800 cu. ft. | CN 374102 |
| 1 | TM | 20,000 | 538 |
| 1 | TM | 20,400 | 59663 |
| 1 | TPI | 26,700 | 30036 |
| 1 | TM | 29,000 | 48615 |
| 1 | TMI | 13,600 | 76408 |
| 1 | TMI | 20,000 | 77654 |
| <u>1</u> | TMI | 13,400 | 77954 |
| 11 | | | |

* Except as otherwise indicated.